

United States Bankruptcy Court
Northern District of Texas

In re Premise Media Holdings, LP

Debtor(s)

Case No.
Chapter

7

STATEMENT OF FINANCIAL AFFAIRS

This statement is to be completed by every debtor. Spouses filing a joint petition may file a single statement on which the information for both spouses is combined. If the case is filed under chapter 12 or chapter 13, a married debtor must furnish information for both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. An individual debtor engaged in business as a sole proprietor, partner, family farmer, or self-employed professional, should provide the information requested on this statement concerning all such activities as well as the individual's personal affairs. To indicate payments, transfers and the like to minor children, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

Questions 1 - 18 are to be completed by all debtors. Debtors that are or have been in business, as defined below, also must complete Questions 19 - 25. **If the answer to an applicable question is "None," mark the box labeled "None."** If additional space is needed for the answer to any question, use and attach a separate sheet properly identified with the case name, case number (if known), and the number of the question.

DEFINITIONS

"In business." A debtor is "in business" for the purpose of this form if the debtor is a corporation or partnership. An individual debtor is "in business" for the purpose of this form if the debtor is or has been, within six years immediately preceding the filing of this bankruptcy case, any of the following: an officer, director, managing executive, or owner of 5 percent or more of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or self-employed full-time or part-time. An individual debtor also may be "in business" for the purpose of this form if the debtor engages in a trade, business, or other activity, other than as an employee, to supplement income from the debtor's primary employment.

"Insider." The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any owner of 5 percent or more of the voting or equity securities of a corporate debtor and their relatives; affiliates of the debtor and insiders of such affiliates; any managing agent of the debtor. 11 U.S.C. § 101.

1. Income from employment or operation of business

- None State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the **two years** immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT SOURCE

2. Income other than from employment or operation of business

- None State the amount of income received by the debtor other than from employment, trade, profession, or operation of the debtor's business during the **two years** immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT SOURCE

3. Payments to creditors

None

Complete a. or b., as appropriate, and c.

- a. *Individual or joint debtor(s) with primarily consumer debts.* List all payments on loans, installment purchases of goods or services, and other debts to any creditor made within **90 days** immediately preceding the commencement of this case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$600. Indicate with an (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and creditor counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING
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- None b. *Debtor whose debts are not primarily consumer debts:* List each payment or other transfer to any creditor made within **90 days** immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$5,475. If the debtor is an individual, indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and creditor counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
Cort Furniture Rental 8155 Kempwood Drive Houston, TX 77055	8/1/09 - 11/4/09	\$374.30	\$187.15
Cypress Communications PO Box 536796 Atlanta, GA 30353-6796	8/1/09 - 12/1/09	\$1,200.00	\$0.00
Robin Nichols 7216 Stonetrail Drive Dallas, TX 75230	8/1/09 - 12/1/09	\$4,115.00	\$0.00
United States Treasury Internal Revenue Service PO Box 105078 Atlanta, GA 30348-5078	8/1/09 - 11/4/09	\$210.00	\$0.00
APlus.net	8/1/09 - 11/4/09	\$218.13	\$0.00
The Planet	8/1/09 - 12/1/09	\$1,236.00	\$0.00
Sandra Benson	11/4/2009	\$1,501.15	\$0.00
Chase Bank Bank Customer Service Center PO Box 260161 Baton Rouge, LA 70826-0161	8/1/09 - 12/1/09	\$29.00	\$0.00
Franklin Skierski Lovall Hayward, LLP 10501 N. Central Expressway, Suite 106 Dallas, TX 75231	11/3/2009	\$5,000.00	\$0.00

None

- c. *All debtors:* List all payments made within **one year** immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATE OF PAYMENT	AMOUNT PAID	AMOUNT STILL OWING
A. Logan Craft	11/1/08 - 11/4/09	\$7,313.92	\$0.00
John Sullivan	11/1/08 - 11/4/09	\$7,796.29	\$0.00
Make Shift Productions, Inc.	11/1/08 - 11/4/09	\$64,547.22	\$0.00
Pillar Advisors	11/1/08 - 11/4/09	\$14,109.30	\$0.00
Ralph Manning	11/1/08 - 11/4/09	\$4,500.00	\$0.00
Ruloff Capital Corp.	11/1/08 - 11/4/09	\$31,302.60	\$0.00
Tres Corazones	11/1/08 - 11/4/09	\$14,109.30	\$0.00
Walt Ruloff	11/1/08 - 11/4/09	\$4,283.30	\$0.00

4. Suits and administrative proceedings, executions, garnishments and attachments

- None ■ a. List all suits and administrative proceedings to which the debtor is or was a party within **one year** immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
None ■ b. Describe all property that has been attached, garnished or seized under any legal or equitable process within one year immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)			

NAME AND ADDRESS OF PERSON FOR WHOSE BENEFIT PROPERTY WAS SEIZED	DATE OF SEIZURE	DESCRIPTION AND VALUE OF PROPERTY

5. Repossessions, foreclosures and returns

- None ■ List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR OR SELLER	DATE OF REPOSSESSION, FORECLOSURE SALE, TRANSFER OR RETURN	DESCRIPTION AND VALUE OF PROPERTY

6. Assignments and receiverships

- None ■ a. Describe any assignment of property for the benefit of creditors made within **120 days** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF ASSIGNEE	DATE OF ASSIGNMENT	TERMS OF ASSIGNMENT OR SETTLEMENT

- None b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CUSTODIAN	NAME AND LOCATION OF COURT CASE TITLE & NUMBER	DATE OF ORDER	DESCRIPTION AND VALUE OF PROPERTY
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7. Gifts

- None List all gifts or charitable contributions made within **one year** immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON OR ORGANIZATION	RELATIONSHIP TO DEBTOR, IF ANY	DATE OF GIFT	DESCRIPTION AND VALUE OF GIFT
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8. Losses

- None List all losses from fire, theft, other casualty or gambling within **one year** immediately preceding the commencement of this case **or since the commencement of this case.** (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

DESCRIPTION AND VALUE OF PROPERTY	DESCRIPTION OF CIRCUMSTANCES AND, IF LOSS WAS COVERED IN WHOLE OR IN PART BY INSURANCE, GIVE PARTICULARS	DATE OF LOSS
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9. Payments related to debt counseling or bankruptcy

- None List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of the petition in bankruptcy within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYOR IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
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10. Other transfers

- None a. List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within **two years** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF TRANSFeree, RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED
A. Logan Craft PO Box 6805 Santa Fe, NM 87502	11/12/2009	Apple Computer, computer equipment, two Panasonic HVX 200 cameras and office furniture - \$5,277.84
Walt Ruloff 48 Eagle Tree Rd Bowen Island, BC V0N 1G0	11/12/2009	Computer equipment, Hi Tech computer, Powerbook 15" G4 - \$10,000

- None b. List all property transferred by the debtor within **ten years** immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.

NAME OF TRUST OR OTHER DEVICE	DATE(S) OF TRANSFER(S)	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY OR DEBTOR'S INTEREST IN PROPERTY
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11. Closed financial accounts

None

- List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within **one year** immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by or for either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF INSTITUTION
Chase Bank
420 Throckmorton St
Fort Worth, TX 76102

TYPE OF ACCOUNT, LAST FOUR
DIGITS OF ACCOUNT NUMBER,
AND AMOUNT OF FINAL BALANCE
Account No. 000002048904334

AMOUNT AND DATE OF SALE
OR CLOSING
March 2009

12. Safe deposit boxes

None

- List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF BANK
OR OTHER DEPOSITORY
Chase Bank
Bank Customer Service Center
PO Box 260161
Baton Rouge, LA 70826-0161

NAMES AND ADDRESSES
OF THOSE WITH ACCESS
TO BOX OR DEPOSITORY

DESCRIPTION
OF CONTENTS

DATE OF TRANSFER OR
SURRENDER, IF ANY

13. Setoffs

None

- List all setoffs made by any creditor, including a bank, against a debt or deposit of the debtor within **90 days** preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR

DATE OF SETOFF

AMOUNT OF SETOFF

14. Property held for another person

None

- List all property owned by another person that the debtor holds or controls.

NAME AND ADDRESS OF OWNER

DESCRIPTION AND VALUE OF PROPERTY

LOCATION OF PROPERTY

15. Prior address of debtor

None

- If the debtor has moved within **three years** immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

ADDRESS

NAME USED

DATES OF OCCUPANCY

16. Spouses and Former Spouses

None

- If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within **eight years** immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.

NAME

17. Environmental Information.

For the purpose of this question, the following definitions apply:

"Environmental Law" means any federal, state, or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes, or material.

"Site" means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites.

"Hazardous Material" means anything defined as a hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law

- None a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law:

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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- None b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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- None c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

NAME AND ADDRESS OF GOVERNMENTAL UNIT	DOCKET NUMBER	STATUS OR DISPOSITION
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18 . Nature, location and name of business

- None a. If the debtor is an individual, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partner in a partnership, sole proprietor, or was self-employed in a trade, profession, or other activity either full- or part-time within **six years** immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

If the debtor is a partnership, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities, within **six years** immediately preceding the commencement of this case.

If the debtor is a corporation, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

NAME	LAST FOUR DIGITS OF SOCIAL-SECURITY OR OTHER INDIVIDUAL TAXPAYER-I.D. NO. (ITIN)/ COMPLETE EIN	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES
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- None b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

NAME	ADDRESS
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The following questions are to be completed by every debtor that is a corporation or partnership and by any individual debtor who is or has been, within **six years** immediately preceding the commencement of this case, any of the following: an officer, director, managing executive, or owner of more than 5 percent of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership, a sole proprietor or self-employed in a trade, profession, or other activity, either full- or part-time.

*(An individual or joint debtor should complete this portion of the statement **only** if the debtor is or has been in business, as defined above, within six years immediately preceding the commencement of this case. A debtor who has not been in business within those six years should go directly to the signature page.)*

19. Books, records and financial statements

- None a. List all bookkeepers and accountants who within **two years** immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

NAME AND ADDRESS
BKD CPA's & Advisors (formerly KBA)
14241 Dallas Parkway, Suite 200
Dallas, TX 75254-2938

DATES SERVICES RENDERED
August 2009 - September 2009

KBA Group, LLP
14241 Dallas Parkway, Suite 200
Dallas, TX 75254

June 2006 - July 2009

**Riveron Consulting
3131 Turtle Creek, Suite 400
Dallas, TX 75219**

April 1, 2008 - April 15, 2009

**Robin Nichols
7216 Stonetrail Drive
Dallas, TX 75230**

November 2008 - present

**Weaver & Tidwell, LLP
12221 Merit Drive, #1400
Dallas, TX 75251**

July 2007 - April 15, 2009

- None
■ b. List all firms or individuals who within the **two years** immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

NAME ADDRESS DATES SERVICES RENDERED

None c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

NAME
Robin Nichols

ADDRESS
7216 Stonetrail Drive
Dallas, TX 75230

- None d. List all financial institutions, creditors and other parties, including mercantile and trade agencies, to whom a financial statement was issued by the debtor within **two years** immediately preceding the commencement of this case.

Austin & Briggs Investments, Inc.
3449 West 37th Avenue
Vancouver, BC
Canada V6N 2V5

NAME AND ADDRESS	DATE ISSUED
Jim Headlee 2110 Forest Point Lane Louisville, KY 40245	December 2008
John D. Walker 1999 Family Trust 30 N. Provence Cir. Spring, TX 77382	December 2008
Mr. and Mrs. Roger Jarvis 19455 Juergen Rd Cypress, TX 77433	December 2008
Nita Frank PO Box 1977 Pasadena, TX 77501	December 2008
Randy Brinson 9226 Vaughn Road Pike Road, AL 36064	December 2008
Rick Story 464 Bay Point Drive Gallatin, TN 37066	December 2008
Seth Mitchell 342 Hauser Blvd Apt 420, Bldg 3 Los Angeles, CA 90036-5628	December 2008
Ted Mitchell 4611 Travis St. #7 Dallas, TX 75205	December 2008
The Robert J Donaghey Trust 4835 Sideline 2 RR 1 RPO Gen Del Ashburn, ON L0B1A0	December 2008
Gary Ames 10566 NE Country Club Rd Bainbridge Island, WA 98110	December 2008
Joe Allegra Diamond Investments, LLC 895 West Paces Ferry Rd Atlanta, GA 30327	December 2008
Michael Bailey LFI Investments, Ltd. 2200 Ross Ave., Ste. 3838 Dallas, TX 75201	December 2008
John Boldrick 216 Terrell Rd San Antonio, TX 78209	December 2008
Charles Brindle 464 Bay Point Dr Gallatin, TN 37066	December 2008
Sanjay Chandra 1841 Broken Bend Dr Roanoke, TX 76262	December 2008
Dale Cheesman 819 Glenchester Houston, TX 77079	December 2008
Clark Cowley 420 Virginia Place Fort Worth, TX 76107	December 2008

NAME AND ADDRESS	DATE ISSUED
Michael Crothers 2200 Ross Ave., Ste. 4050 Dallas, TX 75201	December 2008
Steve Davis 17 Thundercloud Rd Santa Fe, NM 87506	December 2008
Nancy Diller-Shively 4706 North Ridge Dr Akron, OH 44333	December 2008
Bobby Doyle 19210 Long Ship Court Spring, TX 77379	December 2008
Clarence Doyle 675 Bowler Rd Waller, TX 77484	December 2008
Kelley Doyle 675 Bowler Rd Waller, TX 77484	December 2008
Ricky Doyle 4007 Laverock Spring, TX 77388	December 2008
Wayne Doyle 671 Bowler Rd Waller, TX 77484	December 2008
Jack Elteljorg 2777 Turkey Knob Boerne, TX 78006	December 2008
Vince Elliott 6150 Doliver Houston, TX 77057	December 2008
Harry Farnham III 7006 McKamy Blvd Dallas, TX 75248	December 2008
Roy Franka 2114 Plazuela Vista Santa Fe, NM 87505-5871	December 2008
William Grammar 1414 Country Club Rd Arlington, TX 76013	December 2008
Richard Green 6962 Battlecreek Rd Fort Worth, TX 76116	December 2008
David Grimes Mid Lane Entertainment, LLC 11 Greenway Plaza, Ste. 2902 Houston, TX 77046	December 2008
Grant Johnson GJT Partners 800 Bering Dr., Ste. 440 Houston, TX 77057	December 2008
Kelley Shannon Prohorns, LLC 10375 Richmond, Ste. 1700 Houston, TX 77042	December 2008

NAME AND ADDRESS	DATE ISSUED
Joseph Kane 7 Drifting Wind Run Austin, TX 78738	December 2008
Greg King 512 Elizabeth San Antonio, TX 78209	December 2008
Richard Lindberg 5403 Preston Fairways Circle Dallas, TX 75252	December 2008
Erik Liljenwall 4907 Fast Fox Trail Austin, TX 78746	December 2008
David May 5914 W. Courtyard Dr Austin, TX 78730	December 2008
Ralph Manning 2200 Ross Ave #3838 Dallas, TX 75201	December 2008
Susan Manning Lenora Touchtone Rutherford Testamentary Trust 6600 Augusta Rd Fort Worth, TX 76132	December 2008
Melanie Master Pershing, LLC as custodian IRA FBO Melanie Master ATK001606 7332 FM 51 N Decatur, TX 76234	December 2008
Neil Master Pershing, LLC as custodian IRA FBO Neil Master ATK001192 5809 Robert E. Lee Dr Nashville, TN 37215	December 2008
Progress Equity Partners, Ltd. Haydock & Nancy Miller Rev. Trust dated 6/18/02 2225 Calle Cacique Santa Fe, NM 87505	December 2008
Robert Munson III 6501 Turnberry Dr Fort Worth, TX 76132	December 2008
Blake Pfeffer 15 Dunnam Houston, TX 77024	December 2008
Barrett Rouse Live Oak Absolute Retyum Master Fund LP 510 Bering #100 Houston, TX 77057	December 2008
Brad Dunn Rouse Family Investment Trust 515 Bering, Ste. 100 Houston, TX 77057	December 2008
Barry Rowan PO Box 896 Bellevue, WA 98009-0896	December 2008

NAME AND ADDRESS	DATE ISSUED
Steve Sangalis 7887 E. Bellevue Ave., Ste.1100 Englewood, CO 80111	December 2008
James & Mary Pat Seibold 4115 Shady Valley Dr Arlington, TX 76013	December 2008
Dr. George and Mary E. Sibley 3310 Fairmont, P-1-A Dallas, TX 75201	December 2008
Garrett Story 355 Normandy Circle Nashville, TN 37209	December 2008
Richard and Margaret L. Story 30 Apache Creek Santa Fe, NM 87505	December 2008
David Tauber 518 Shadywood Houston, TX 77057	December 2008
Jay Turner UBS Financial Services, Inc. IRA Custodian for Jay Turner 100 Highland Park Village, Ste. 200 Dallas, TX 75205	December 2008
Randall Turner Randall Turner - SEP IRA 4615 Westside Dr Dallas, TX 75209	December 2008
Brad Wilemon 2115 Inverray Court Arlington, TX 76017	December 2008
Paul Yeoham 2200 Ross Ave., Ste. 3838 Dallas, TX 75201	December 2008
Jay Williams 11603 Mockingbird Houston, TX 77024	December 2008
David Bentall 2610 W. 5th Ave. Vancouver, BC V6P1B7	December 2008
Dan Klemke Brymark Holdings 60 Flightline Rd NW Edmonton, AB T5G3G2	December 2008
Russell O'Connor 2610 W 50th Ave Vancouver, BC V6P1B7	December 2008
Laura Ruloff 48 Eagle Tree Rd Bowen Island, BC V0N1G0	December 2008
Thane Stenner 3318-1055 Dunsuir St Vancouver, BC V7X1C4	December 2008
Ron Stevenson 1200 1067 West Cordova Vancouver, BC V6C1C7	December 2008

NAME AND ADDRESS Premise Media General Partner, LLC 2200 Ross Ave., Ste. 3838 Dallas, TX 75201	DATE ISSUED December 2008
Premise Media Corporation, LP 2200 Ross Ave., Ste. 3838 Dallas, TX 75201	December 2008
Premise Media Holdings Limited Canada Partnership	December 2008
Premise Media Distribution GP, LLC 2200 Ross Ave., Ste. 3838 Dallas, TX 75201	December 2008
Premise Media Intellectual Prop. GP LLC 2200 Ross Ave., Ste. 3838 Dallas, TX 75201	December 2008
C&S Production GP, LLC 2200 Ross Ave., Ste. 3838 Dallas, TX 75201	December 2008

20. Inventories

None a. List the dates of the last two inventories taken of your property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.

DATE OF INVENTORY	INVENTORY SUPERVISOR	DOLLAR AMOUNT OF INVENTORY (Specify cost, market or other basis)
None	b. List the name and address of the person having possession of the records of each of the two inventories reported in a., above.	

DATE OF INVENTORY	NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY RECORDS
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21 . Current Partners, Officers, Directors and Shareholders

None a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

NAME AND ADDRESS Gary Ames 10566 NE Country Club Road Bainbridge Island, WA 98110	NATURE OF INTEREST Limited Partner	PERCENTAGE OF INTEREST 3.27%
Joe Allegra Diamond Investments, LLC 895 West Paces Ferry Road Atlanta, GA 30327	Limited Partner	0.90%
Michael Bailey LFI Investments, Ltd. 2200 Ross Avenue, Suite 3838 Dallas, TX 75201	Limited Partner	0.45%
John Boldrick 216 Terrell Road San Antonio, TX 78209	Limited Partner	1.80%
Charles Brindle 464 Bay Point Dr. Gallatin, TN 37066	Limited Partner	0.16%

NAME AND ADDRESS	NATURE OF INTEREST	PERCENTAGE OF INTEREST
Sanjay Chandra 1841 Broken Bend Drive Westlake, TX 76262	Limited Partner	1.63%
Dale Cheesman 819 Glenchester Houston, TX 77079	Limited Partner	1.17%
Clark Cowley 420 Virginia Place Fort Worth, TX 76107	Limited Partner	0.90%
Michael Crothers 2200 Ross Ave., Suite 4050 Dallas, TX 75201	Limited Partner	0.90%
Steve Davis 17 Thundercloud Rd Santa Fe, NM 87506	Limited Partner	1.80%
Nancy Diller-Shively 4706 North Ridge Dr Akron, OH 44333	Limited Partner	1.80%
Bobby Doyle 19210 Long Ship Court Spring, TX 77379	Limited Partner	2.04%
Clarence Doyle 675 Bowler Rd Waller, TX 77484	Limited Partner	1.80%
Kelley Doyle 675 Bowler Rd Waller, TX 77484	Limited Partner	1.80%
Ricky Doyle 4007 Laverock Spring, TX 77388	Limited Partner	1.80%
Wayne Doyle 671 Bowler Rd Waller, TX 77484	Limited Partner	1.80%
Jack Elteljorg 2777 Turkey Knob Boerne, TX 78006	Limited Partner	0.90%
Vince Elliott 6150 Doliver Houston, TX 77057	Limited Partner	0.90%
Harry Farnham III 7006 McKamy Blvd Dallas, TX 75248	Limited Partner	0.90%
Roy Franks 2114 Plazuela Vista Santa Fe, NM 87505-5871	Limited Partner	0.90%
William Grammar 1414 Country Club Rd Arlington, TX 76013	Limited Partner	0.90%
Richard Green 6962 Battlecreek Rd Fort Worth, TX 76116	Limited Partner	0.45%

NAME AND ADDRESS	NATURE OF INTEREST	PERCENTAGE OF INTEREST
David Grimes Mid Lane Entertainment, LLC 11 Greenway Plaza, Ste. 2902 Houston, TX 77046	Limited Partner	1.80%
Grant Johnson GJT Partners 800 Bering Dr., Ste. 440 Houston, TX 77057	Limited Partner	0.90%
Kelley Shannon Prohorns, LLC 10375 Richmond, Ste. 1700 Houston, TX 77042	Limited Partner	0.82%
Joseph Kane 7 Drifting Wind Run Austin, TX 78738	Limited Partner	0.65%
Greg King 512 Elizabeth San Antonio, TX 78209	Limited Partner	3.60%
Richard Lindberg 5403 Preston Fairways Circle Dallas, TX 75252	Limited Partner	1.63%
Erik Liljenwall 4907 Fast Fox Trail Austin, TX 78746	Limited Partner	1.14%
David May 5914 W. Courtyard Dr Austin, TX 78730	Limited Partner	0.45%
Ralph Manning 2200 Ross Ave, Ste. 3838 Dallas, TX 75201	Limited Partner	0.22%
Susan Manning Lenora Touchtone Rutherford Testamentary Trust 6600 Augusta Rd Fort Worth, TX 76132	Limited Partner	0.22%
Melanie Master Pershing, LLC as custodian IRA FBO Melanie Master ATK001606 7332 FM 51 N Decatur, TX 76234	Limited Partner	2.62%
Neil Master Pershing, LLC as custodian IRA FBO Neil Master ATK001192 5809 Robert E. Lee Dr Nashville, TN 37215	Limited Partner	0.41%
Progress Equity Partners, Ltd. Haydock & Nancy Miller Rev. Trust dated 6/18/02 2225 Calle Cacique Santa Fe, NM 87505	Limited Partner	0.11%
Robert Munson III 6501 Turnberry Dr Fort Worth, TX 76132	Limited Partner	1.80%
Blake Pfeffer 15 Dunnam Houston, TX 77024	Limited Partner	1.80%

NAME AND ADDRESS	NATURE OF INTEREST	PERCENTAGE OF INTEREST
Barrett Rouse Live Oak Absolute Retyum Master Fund LP 510 Bering #100 Houston, TX 77057	Limited Partner	9.81%
Brad Dunn Rouse Family Investment Trust 515 Bering, Suite 100 Houston, TX 77057	Limited Partner	0.90%
Barry Rowan P.O. Box 896 Bellevue, WA 98009-0896	Limited Partner	0.41%
Steve Sangalis 7887 E. Bellevue Ave, Ste. 1100 Englewood, CO 80111	Limited Partner	0.22%
James & Mary Pat Seibold 4115 Shady Valley Dr Arlington, TX 76013	Limited Partner	0.90%
Dr. George and Mary E. Sibley 3310 Fairmont, P-1-A Dallas, TX 75201	Limited Partner	0.90%
Garrett Story 355 Normandy Circle Nashville, TN 37209	Limited Partner	0.25%
Richard and Margaret L. Story 30 Apache Creek Santa Fe, NM 87505	Limited Partner	12.26%
David Tauber 518 Shadywood Houston, TX 77057	Limited Partner	1.80%
Jay Turner UBS Financial Services, Inc. IRA Custodian for Jay Turner 100 Highland Park Village, Ste. 200 Dallas, TX 75205	Limited Partner	0.82%
Randall Turner Randal Turner - SEP IRA 4615 Westside Dr Dallas, TX 75209	Limited Partner	0.90%
Brad Wilemon 2115 Inverray Court Arlington, TX 76017	Limited Partner	0.90%
Paul Yeoham 2200 Ross Ave, Ste. 3838 Dallas, TX 75201	Limited Partner	1.80%
Jay Williams 11603 Mockingbird Houston, TX 77024	Limited Partner	1.80%
David Bentall 2610 W. 50th Ave. Vancouver, BC V6P1B7	Limited Partner	12.77%
Dan Klemke Brymak Holdings 60 Flightline Rd NW Edmonton, AB T5G3G2	Limited Partner	42.55%

NAME AND ADDRESS	NATURE OF INTEREST	PERCENTAGE OF INTEREST
Russell O'Connor 2610 W 50th Ave Vancouver, BC V6P1B7	Limited Partner	2.13%
Laura Ruloff 48 Eagle Tree Rd Bowen Island, BC V0N1G0	Limited Partner	2.13%
Thane Stenner 3318-1055 Dunsmuir St Vancouver, BC V7X1C4	Limited Partner	27.66%
Ron Stevenson 1200 1067 West Cordova Vancouver, BC V6C1C7	Limited Partner	12.77%
Premise Media General Partner, LLC	General Partner	0.1%
Premise Media Corporation, LP	Limited Partner	59.9%
Premise Media Holdings Limited Canada Partnership	Limited Partner	8.55%

- None b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.

NAME AND ADDRESS	TITLE	NATURE AND PERCENTAGE OF STOCK OWNERSHIP
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22 . Former partners, officers, directors and shareholders

- None a. If the debtor is a partnership, list each member who withdrew from the partnership within **one year** immediately preceding the commencement of this case.

NAME	ADDRESS	DATE OF WITHDRAWAL
A. Logan Craft	PO Box 6805 Santa Fe, NM 87502	8/26/06

- None b. If the debtor is a corporation, list all officers, or directors whose relationship with the corporation terminated within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS	TITLE	DATE OF TERMINATION
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23 . Withdrawals from a partnership or distributions by a corporation

- None If the debtor is a partnership or corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during **one year** immediately preceding the commencement of this case.

NAME & ADDRESS OF RECIPIENT, RELATIONSHIP TO DEBTOR	DATE AND PURPOSE OF WITHDRAWAL	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
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24. Tax Consolidation Group.

- None If the debtor is a corporation, list the name and federal taxpayer identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within **six years** immediately preceding the commencement of the case.

NAME OF PARENT CORPORATION	TAXPAYER IDENTIFICATION NUMBER (EIN)
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25. Pension Funds.

None If the debtor is not an individual, list the name and federal taxpayer identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within six years immediately preceding the commencement of the case.

NAME OF PENSION FUND

TAXPAYER IDENTIFICATION NUMBER (EIN)

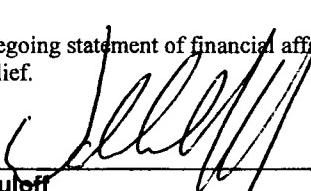
DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information and belief.

Date

Dec. 28/2009

Signature


Walt Ruleff

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571